

Robert C. Moest, Of Counsel, SBN 62166
THE BROWN LAW FIRM, P.C.
2530 Wilshire Boulevard, Second Floor
Santa Monica, CA 90403
Telephone: (310) 915-6628
Facsimile: (310) 915-9897
Email: RMoest@aol.com

Attorneys for Plaintiffs

[Additional Counsel on Signature Page]

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

ANAND ROY, derivatively on behalf of FASTLY,
INC.,

Case No. 3:24-cv-03549-JST

Plaintiff,

V.

TODD NIGHTINGALE, RONALD KISLING,
AIDA ALVAREZ, ARTUR BERGMAN,
RICHARD DANIELS, DAVID HORNIK, PAULA
LOOP, CHARLES MEYERS, CHRISTOPHER
PAISLEY, and VANESSA SMITH.

**STIPULATION AND {PROPOSED} ORDER
CONSOLIDATING RELATED
SHAREHOLDER DERIVATIVE ACTIONS
AND APPOINTING CO-LEAD COUNSEL**

Defendants,

and

FASTLY, INC.,

Nominal Defendant.

[Additional caption on following page]

1
2 JOSHUA STEFFENS, Derivatively on Behalf
3 of Nominal Defendant FASTLY, INC.,

4 Plaintiff,

5 v.
6 ARTUR BERGMAN, RICHARD DANIELS,
7 DAVID HORNIK, RONALD KISLING,
8 PAULA LOOP, CHARLES MEYERS, TODD
9 NIGHTINGALE, CHRISTOPHER PAISLEY,
10 and VANESSA SMITH,

11 Defendants,

12 and

13 FASTLY, INC.,

14 Nominal Defendant.

15 Case No. 4:24-cv-03984-JST

16 Plaintiffs Anand Roy and Joshua Steffens (together, “Plaintiffs”), derivatively on behalf of
17 Nominal Defendant Fastly, Inc. (“Fastly” or the “Company”), and Defendants Todd Nightingale, Ronald
18 Kisling, Aida Alvarez, Artur Bergman, Richard Daniels, David Hornik, Paula Loop, Charles Meyers,
19 Christopher Paisley, and Vanessa Smith (together with Fastly, “Defendants”) (Defendants and Plaintiffs,
taken together, are referred to herein as the “Parties”) jointly submit this stipulation (“Consolidation and
Leadership Stipulation”) to consolidate the above-captioned related derivative actions and appoint co-lead
counsel for plaintiffs, and in support thereof state as follows:

20 WHEREAS, on June 12, 2024, Plaintiff Roy filed a shareholder derivative action on behalf of
21 Fastly in this Court alleging causes of action for violations of Section 14(a) of the Securities Exchange
22 Act of 1934 (the “Exchange Act”), contribution under Sections 10(b) and 21D of the Exchange Act, and
23 for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of
24 corporate assets against defendants Todd Nightingale, Ronald Kisling, Aida Alvarez, Artur Bergman,
25 Richard Daniels, David Hornik, Paula Loop, Charles Meyers, Christopher Paisley, and Vanessa Smith,
26 captioned *Roy v. Nightingale, et al.*, Case No. 3:24-cv-03549-JCS (the “Roy Action”) (Roy Action, ECF
27 No. 1);

1 WHEREAS, on July 1, 2024, Plaintiff Steffens filed a shareholder derivative action on behalf of
 2 Fastly in this Court alleging causes of action for violations of Section 14(a) of the Exchange Act,
 3 contribution under Sections 10(b) and 21D of the Exchange Act, and for breach of fiduciary duty, aiding
 4 and abetting breach of fiduciary duty, unjust enrichment, and waste of corporate assets against defendants
 5 Artur Bergman, Richard Daniels, David Hornik, Ronald Kisling, Paula Loop, Charles Meyers, Todd
 6 Nightingale, Christopher Paisley, and Vanessa Smith, captioned *Steffens v. Bergman, et al.*, Case No.
 7 4:24-cv-03984-DMR (the “*Steffens Action*” and, together with the *Roy Action*, the “*Related Derivative
 8 Actions*”) (*Steffens Action*, ECF No. 1);

9 WHEREAS, Defendants agree to accept service on behalf of any Defendant not already served;

10 WHEREAS, on August 5, 2024, Plaintiffs filed a Motion to Relate, requesting that the Court deem
 11 the *Roy Action* and the *Steffens Action* as related to one another (*Roy Action*, ECF No. 13) (*Steffens
 12 Action*, ECF No. 11) and deem both the *Roy* and *Steffens* Actions related to the securities class action
 13 captioned *Kula v. Fastly, Inc., et al.*, 4:24-cv-03170-JST (the “*Securities Class Action*”);

14 WHEREAS, on August 13, 2024, the Court found that the *Roy Action* and the *Steffens Action* are
 15 related (*Roy Action*, ECF No. 14) (*Steffens Action*, ECF No. 12), and that both the *Roy* and *Steffens* Action
 16 are related to the Securities Class Action (*id.*);

17 WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law or
 18 fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate
 19 the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

20 WHEREAS, the Related Derivative Actions challenge substantially similar alleged conduct by the
 21 same Company directors and executive officers, involve substantially similar questions of law and fact,
 22 and are based on similar factual allegations;

23 WHEREAS, the Parties, therefore, respectfully submit that consolidation of the Related Derivative
 24 Actions is appropriate, and that they should be consolidated for all purposes, including pre-trial
 25 proceedings and any trial, to avoid potentially duplicative actions, and to prevent any waste of the Court’s
 26 and the Parties’ resources;

27 WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related
 28

Derivative Actions, Plaintiffs agree that The Brown Law Firm, P.C. and Rigrodsky Law, P.A., the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing plaintiffs in the consolidated derivative action; and

WHEREAS, Defendants take no position regarding the appointment of Co-Lead Counsel for plaintiffs;

WHEREFORE, the Parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. To the extent they have not already been served, the Defendants accept service of the complaints filed in the Related Derivative Actions.

2. The Related Derivative Actions are hereby consolidated for all purposes, including pre-trial proceedings, trial, and appeal, under Case No: 3:24-cv-03549-JCS (the “Consolidated Action”):
JST

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Roy v. Nightingale</i>	3:24-cv-03549-JCS	June 12, 2024
<i>Steffens v. Bergman, et al.</i>	4:24-cv-03984-DMR	July 1, 2024

3. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE FASTLY, INC. DERIVATIVE
LITIGATION

| Lead Case No. 3:24-cv-03549-JCS

This Document Relates to:

ALL ACTIONS

4. All papers filed in connection with the Consolidated Action will be maintained in one file
under Lead Case No. 3:24-cv-03549-JCS. JST

5. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Action shall be:

THE BROWN LAW FIRM, P.C.

Timothy Brown
767 Third Avenue, Suite 2501
New York, NY 10017
Telephone: (516) 922-5427
Email: tbrown@thebrownlawfirm.net

RIGRODSKY LAW, P.A.

Timothy J. MacFall
825 East Gate Boulevard, Suite 300
Garden City, NY 11530
Telephone: (516) 683-3516
Email: tjm@rl-legal.com

6. Co-Lead Counsel shall have the sole authority to speak for plaintiffs in the Consolidated Action in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

7. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs in the Consolidated Action. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

8. Defendants' counsel may rely upon all agreements made with any of Plaintiffs' Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs in the Consolidated Action.

9. This Order shall apply to each related shareholder derivative action involving the same or substantially the same allegations, claims, and defendants, and arising out of the same, or substantially the same, transactions or events as the Consolidated Action, that is subsequently filed in, removed to, reassigned to, or transferred to this Court. When a shareholder derivative action that properly belongs as part of *In re Fastly, Inc. Derivative Litigation*, Lead Case No. 3:24-cv-03549-JCS, is hereafter filed in this Court, removed to this Court, reassigned to this Court, or transferred to this Court from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing, removal, reassignment, or transfer of any case that might properly be consolidated as part of *In re Fastly, Inc. Derivative Litigation*, Lead Case No. 3:24-cv-03549-JCS, and counsel to the Parties are to assist in assuring that counsel in subsequent actions receive notice of this order. Unless otherwise ordered, the

1 terms of all orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder
2 derivative actions involving Fastly filed in this Court, removed to this Court, reassigned to this Court, or
3 transferred to this Court from another court.

4 10. All papers and documents previously filed and/or served in the Related Derivative Actions
5 shall be deemed a part of the record in the Consolidated Action.

6 11. This Consolidation and Leadership Stipulation is without waiver or prejudice to any and
7 all claims, defenses, arguments, motions, or any requests for other relief that would otherwise be available
8 to the Parties in the Related Derivative Actions. Defendants and Fastly expressly preserve all rights,
9 objections, arguments, and defenses, including but not limited to *forum non conveniens*, improper venue,
10 jurisdiction, and any defenses under Federal Rules of Civil Procedure 12(b) and 23.1, as well as any and
11 all other procedural or substantive challenges to the claims in the Related Derivative Actions, or any other
12 complaint.

13 12. The Parties shall submit a proposed schedule to the Court within thirty (30) days of entry
14 of this Order. Defendants are not required to answer or otherwise respond to the respective complaints
15 filed in the Consolidated Action until the deadline set forth in the Court's order on the Parties' proposed
16 schedule.

17 **IT IS SO STIPULATED.**

1
2
3 Dated: August 16, 2024

Respectfully submitted,

THE BROWN LAW FIRM, P.C.

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5 By: /s/Robert C. Moest
6 Robert C. Moest, Of Counsel, SBN 62166
7 2530 Wilshire Boulevard, Second Floor
Santa Monica, CA 90403
Telephone: (310) 915-6628
Email: RMoest@aol.com

8
9 Timothy Brown
10 767 Third Avenue, Suite 2501
New York, NY 10017
11 Telephone: (516) 922-5427
Email: tbrown@thebrownlawfirm.net

12 *Counsel for Anand Roy and*
~~{Proposed}~~ *Co-Lead Counsel for Plaintiffs*

13
14 **RIGRODSKY LAW, P.A.**

15 Timothy J. MacFall
16 825 East Gate Boulevard, Suite 300
Garden City, NY 11530
Telephone: (516) 683-3516
Email: tjm@rl-legal.com

17
18 *Counsel for Plaintiff Joshua Steffens and*
~~{Proposed}~~ *Co-Lead Counsel for Plaintiffs*

19 Dated: August 16, 2024

LATHAM & WATKINS LLP

20 By: /s/ Daniel R. Gherardi
21 Melanie M. Blunschi (Bar No. 234264)
melanie.blunschi@lw.com
22 505 Montgomery Street, Suite 2000
San Francisco, CA 94111
Telephone: +1.415.391.0600

23
24 Matthew Rawlinson (Bar No. 231890)
matt.rawlinson@lw.com
Daniel R. Gherardi (Bar No. 317771)
daniel.gherardi@lw.com
140 Scott Drive
25 Menlo Park, CA 94025-1008
Telephone: +1.650.328.4600

26
27
28 *Counsel for Defendants*

(PROPOSED) ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: August 21, 2024

District Judge Jon S. Tigar